

RESIGNATION OF REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

Secretary of State
Corporation Department
State Capitol Building
Frankfort, Kentucky 40601

Gentlemen:

Please take notice that the undersigned hereby resigns as
Registered Agent upon whom process may be served in KENTUCKY
for COMMONWEALTH ELECTRIC COMPANY
a corporation organized under the laws of the state of DELAWARE.

This notice shall also serve to discontinue said office as the
registered office in Kentucky.

The agency appointment shall be terminated, and the registered
office discontinued on the 31st day after the date on which this
statement is filed.

IN WITNESS WHEREOF, the undersigned corporation has caused this
notice to be executed in its name by its Assistant Secretary, this
15th day of February, 1991.

RECEIVED & FILED

Feb 20 4 04 PM '91
no charge
BRIAN J. ...
SECRETARY OF STATE
COMMONWEALTH OF KENTUCKY
BY *AW*

C T CORPORATION SYSTEM
AGENT

Donald Spella
Assistant Secretary